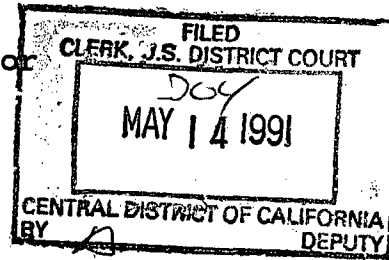


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Attorneys for Third-Party Plaintiff
Simpson Paper Company



UNITED STATES DISTRICT COURT FOR THE
CENTRAL DISTRICT OF CALIFORNIA

UNITED STATES OF AMERICA;
STATE OF CALIFORNIA EX REL.
DEPARTMENT OF FISH AND GAME,
STATE LANDS COMMISSION, AND
DEPARTMENT OF PARKS AND
RECREATION,

Plaintiffs,

vs.

MONTROSE CHEMICAL CORPORATION
OF CALIFORNIA; ATKEMIX
THIRTY-SEVEN, INC.; STAUFFER
MANAGEMENT COMPANY; ICI
AMERICAN HOLDINGS, INC.;
CHRIS-CRAFT INDUSTRIES, INC.;
WESTINGHOUSE ELECTRIC CORPORATION;
POTLATCH CORPORATION; SIMPSON
PAPER COMPANY; AND COUNTY
SANITATION DISTRICT NO. 2 OF LOS
ANGELES,

Defendants.

SIMPSON PAPER COMPANY,

Third-Party
Plaintiff,

vs.

COUNTY OF LOS ANGELES; COUNTY
OF ORANGE; CITY OF AGOURA HILLS;

CIVIL ACTION NO.
CV 90 3122 AAH (JRx)

FIRST AMENDED THIRD-PARTY
COMPLAINT OF SIMPSON PAPER
COMPANY

DEMAND FOR A JURY TRIAL

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1 CITY OF ALHAMBRA; CITY OF ANAHEIM;)
 2 CITY OF ARCADIA; CITY OF ARTESIA;)
 3 CITY OF AZUSA; CITY OF BALDWIN)
 4 PARK; CITY OF BELL; CITY OF BELL)
 5 GARDENS; CITY OF BELLFLOWER; CITY)
 6 OF BEVERLY HILLS; CITY OF)
 7 BRADBURY; CITY OF BREA; CITY OF)
 8 BUENA PARK; CITY OF CARSON; CITY)
 9 OF CERRITOS; CITY OF CHINO; CITY)
 10 OF CLAREMONT; CITY OF COMMERCE;)
 11 CITY OF COMPTON; CITY OF COVINA;)
 12 CITY OF CUDAHY; CULVER CITY; CITY)
 13 OF CYPRESS; CITY OF DIAMOND BAR;)
 14 CITY OF DOWNEY; CITY OF DUARTE;)
 15 CITY OF EL MONTE; CITY OF EL)
 16 SEGUNDO; CITY OF FOUNTAIN VALLEY;)
 17 CITY OF FULLERTON; CITY OF)
 18 GARDENA; CITY OF GLENDORA; CITY OF)
 19 HAWAIIAN GARDENS; CITY OF)
 20 HAWTHORNE; CITY OF HERMOSA BEACH;)
 21 CITY OF HIDDEN HILLS; CITY OF)
 22 HUNTINGTON BEACH; CITY OF)
 23 HUNTINGTON PARK; CITY OF INDUSTRY;)
 24 CITY OF INGLEWOOD; CITY OF IRVINE;)
 25 CITY OF IRWINDALE; CITY OF LA)
 26 CANADA-FLINTRIDGE; CITY OF LA)
 27 HABRA; CITY OF LA HABRA HEIGHTS;)
 28 CITY OF LA MIRADA; CITY OF LA)
 PALMA; CITY OF LA PUENTE; CITY OF)
 LA VERNE; CITY OF LAKEWOOD; CITY)
 OF LAWDALE; CITY OF LOMITA; CITY)
 OF LONG BEACH; CITY OF LOS)
 ALAMITOS; CITY OF LYNWOOD; CITY OF)
 MANHATTAN BEACH; CITY OF MAYWOOD;)
 CITY OF MONROVIA; CITY OF)
 MONTCLAIR; CITY OF MONTEBELLO;)
 CITY OF MONTEREY PARK; CITY OF)
 NORWALK; CITY OF ORANGE; CITY OF)
 OXNARD; CITY OF PALOS VERDES)
 ESTATES; CITY OF PICO RIVERA; CITY)
 OF PLACENTIA; CITY OF POMONA; CITY)
 OF RANCHO PALOS VERDES; CITY OF)
 REDONDO BEACH; CITY OF ROLLING)
 HILLS; CITY OF ROLLING HILLS)
 ESTATES; CITY OF ROSEMEAD; CITY OF)
 SAN DIMAS; CITY OF SAN FERNANDO;)
 CITY OF SAN GABRIEL; CITY OF SAN)
 MARINO; CITY OF SANTA ANA; CITY OF)
 SANTA FE SPRINGS; CITY OF SANTA)
 MONICA; CITY OF SEAL BEACH; CITY)
 OF SIERRA MADRE; CITY OF SIGNAL)
 HILL; CITY OF SOUTH EL MONTE; CITY)
 OF SOUTH GATE; CITY OF SOUTH)
 PASADENA; CITY OF STANTON; CITY OF)
 TEMPLE CITY; CITY; CITY OF)

1 THOUSAND OAKS; CITY OF TORRANCE;)
 2 CITY OF TUSTIN; CITY OF UPLAND;)
 3 CITY OF VERNON; CITY OF VILLA)
 4 PARK; CITY OF WALNUT; CITY OF WEST)
 5 COVINA; CITY OF WEST HOLLYWOOD;)
 6 CITY OF WESTLAKE VILLAGE; CITY OF)
 7 WHITTIER; CITY OF YORBA LINDA;)
 8 CHINO BASIN MUNICIPAL WATER)
 9 DISTRICT; COUNTY OF ORANGE)
 10 SANITATION DISTRICTS; COSTA MESA)
 11 SANITARY DISTRICT; GARDEN GROVE)
 12 SANITARY DISTRICT; IRVINE RANCH)
 13 WATER DISTRICT; AND MIDWAY CITY)
 14 SANITARY DISTRICT;)

15 Third-Party)
 16 Defendants.)
 17)
 18)
 19)
 20)
 21)
 22)
 23)
 24)
 25)
 26)
 27)
 28)

11
 12 Third-party Plaintiff, Simpson Paper Company (hereinafter
 13 referred to as "Simpson"), alleges as follows:

14 1. Plaintiffs, the United States of America acting on
 15 behalf of the Administrator of the Environmental Protection Agency
 16 ("EPA"), the Secretary of Commerce, and the Secretary of the
 17 Interior (federal plaintiffs collectively referred to as "United
 18 States"), and the State of California ex rel. Department of Fish
 19 and Game, State Lands Commission and the Department of Parks and
 20 Recreation ("State") (collectively "plaintiffs"), filed a Complaint
 21 triggering the above-captioned action for recovery of response
 22 costs and natural resource damages on June 18, 1990, against
 23 Montrose Chemical Corporation of California, Atkemix Thirty-Seven,
 24 Inc., Stauffer Management Company, ICI American Holdings, Inc.,
 25 Chris-Craft Industries, Inc., Westinghouse Electric Corporation,
 26 Potlatch Corporation and Simpson Paper Company. On June 28, 1990,
 27 the plaintiffs filed a First Amended Complaint in this action
 28 adding one more defendant, the County Sanitation District No. 2 of

1 Los Angeles County ("District No.2"), a true and correct copy of
2 which is on file in this action and is attached hereto as Exhibit A
3 for reference, and lodged a Consent Decree purporting to settle out
4 District No. 2. If the allegations in the First Amended Complaint
5 are true, which Simpson denies (except as admitted in Simpson's
6 Answer), then Count I of the First Amended Complaint is
7 incorporated in this Third-Party Complaint by this reference as
8 though set forth in full.

9 2. In Count I of the First Amended Complaint,
10 plaintiffs purport to bring an action for recovery of damages for
11 injury to natural resources in connection with alleged releases of
12 hazardous substances into the environment in and around Los
13 Angeles, California, including those parts of the San Pedro Channel
14 in and around the Palos Verdes Shelf, the Los Angeles-Long Beach
15 Harbors and the Channel Islands, pursuant to the Comprehensive
16 Environmental Response, Compensation and Liability Act of 1980 as
17 amended by the Superfund Amendments and Reauthorization Act of 1986
18 ("CERCLA"), 42 U.S.C. § 9607. (It does not appear that the
19 plaintiffs are seeking response cost in regards to Count I. If,
20 however, plaintiffs are seeking response cost, Simpson asserts a
21 claim for contribution against the Third-party Defendants for
22 response costs.) In Count II, plaintiffs purport to bring an
23 action for recovery of response costs incurred and to be incurred
24 by the United States in response to the release or threatened
25 release of hazardous substances into the environment from the
26 Montrose Chemical Corporation of California Site pursuant to
27 Section 107(a)(4)(A) of CERCLA, 42 U.S.C. § 107(a)(4)(A).

28 3. Plaintiffs have alleged in the First Amended

1 Complaint that Simpson discharged wastewater containing PCBs into
2 the County Sanitation Districts of Los Angeles County's ("LACSD's")
3 sewer system and the LACSD in turn discharged hazardous substances
4 into the environment described above. Plaintiffs seek to hold
5 Simpson jointly and severally liable with the other defendants for
6 the alleged natural resource damages resulting from all hazardous
7 substances releases in and around those areas described above.

8 4. Simpson has denied, and continues to deny, all
9 material allegations in the First Amended Complaint and has denied
10 joint or several liability for any alleged natural resource damages
11 or response costs. On October 9, 1990, Simpson filed an Answer and
12 Counterclaims against the plaintiffs. On October 30, 1990, Simpson
13 filed an Amended Answer and Counterclaims against the plaintiffs, a
14 true and correct copy of which is attached hereto as Exhibit B and
15 is incorporated in this Third-Party Complaint by this reference as
16 though set forth in full.

17 5. If there are any natural resource damages, and if
18 Plaintiffs prove that such damages were caused by any substance,
19 then Simpson is informed, and on that basis alleges, that each of
20 the persons named as third-party defendants in the caption above
21 (collectively referred to as "Third-party Defendants") are owners
22 and/or operators of facilities that have (a) discharged substances,
23 including hazardous substances and the substances that Simpson is
24 alleged to have released, to the LACSD sewer system or other sewer
25 system, and to the waters in and around the area described in the
26 First Amended Complaint and/or otherwise discharged substances,
27 including hazardous substances and the substances that Simpson is
28 alleged to have released, which resulted in the natural resource

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1 damages alleged in the First Amended Complaint, (b) arranged for
 2 the disposal of substances, including hazardous substances and the
 3 substances that Simpson is alleged to have released, to the LACSD
 4 sewer system or other sewer system, and to the waters in and around
 5 the area described in the First Amended Complaint and/or otherwise
 6 arranged for disposal of substances, including hazardous substances
 7 and the substances that Simpson is alleged to have released, which
 8 resulted in the natural resource damages alleged in the First
 9 Amended Complaint, and/or (c) transported substances, including
 10 hazardous substances and the substances that Simpson is alleged to
 11 have released, to the LACSD sewer system or other sewer system, and
 12 to the waters in and around the area described in the First Amended
 13 Complaint and/or otherwise transported substances, including
 14 hazardous substances and the substances that Simpson is alleged to
 15 have released, which resulted in the natural resource damages
 16 alleged in the First Amended Complaint, all within the meaning of
 17 Section 107(a) of CERCLA, 42 U.S.C. 9607(a).

18 6. Simpson seeks relief through this Complaint against
 19 each and all Third-party defendants.

20 7. Each Third-party Defendant is or may be jointly and
 21 severally liable to Simpson for all or part of Plaintiff's claims
 22 within the meaning of Rule 14(a) of the Federal Rules of Civil
 23 Procedure. The adjudication of this Third-party Complaint as to
 24 each of the Third-party Defendants is necessary to a just
 25 adjudication of this action.

26 / / / /

27 / / / /

28 / / / /

JURISDICTION

8. This Court has jurisdiction over the subject matter of these Third-party claims pursuant to 28 U.S.C. § 1331, 28 U.S.C. § 1345, 42 U.S.C. § 9613(b) and the principles of ancillary jurisdiction. Venue is proper in the United States District Court for the Central District of California pursuant to 28 U.S.C. § 1391(b) inasmuch as the claim arose in the Central District of California.

PARTIES

9. Simpson is a corporation incorporated under the laws of the State of Washington. Simpson recycles paper stock into fine papers at 100 Erie Street, Pomona, California. Simpson has operated the Pomona recycling plant since 1979.

10. Simpson is informed and believes that Third-party defendants County of Los Angeles and County of Orange are local government bodies.

11. Simpson is informed and believes that Third-party defendants City of Agoura Hills, City of Alhambra, City of Arcadia, City of Artesia, City of Azusa, City of Baldwin Park, City of Bell, City of Bell Gardens, City of Bellflower, City of Beverly Hills, City of Bradbury, City of Carson, City of Cerritos, City of Claremont, City of Commerce, City of Compton, City of Covina, City of Cudahy, Culver City, City of Diamond Bar, City of Downey, City of Duarte, City of El Monte, City of El Segundo, City of Gardena, City of Glendora, City of Hawaiian Gardens, City of Hawthorne, City of Hermosa Beach, City of Huntington Park, City of Industry, City of Inglewood, City of Irwindale, City of La Canada-Flintridge, City of La Habra Heights, City of La Mirada, City of La Puente, City of

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La Verne, City of Lakewood, City of Lawndale, City of Lomita, City of Long Beach, City of Lynwood, City of Manhattan Beach, City of Maywood, City of Monrovia, City of Montebello, City of Monterey Park, City of Norwalk, City of Palos Verdes Estates, City of Pico Rivera, City of Pomona, City of Rancho Palos Verdes, City of Redondo Beach, City of Rolling Hills, City of Rolling Hills Estates, City of Rosemead, City of San Dimas, City of San Fernando, City of San Gabriel, City of San Marino, City of Santa Fe Springs, City of Santa Monica, City of Sierra Madre, City of Signal Hill, City of South El Monte, City of South Gate, City of South Pasadena, City of Temple City, City of Torrance, City of Vernon, City of Walnut, City of West Covina, City of West Hollywood, City of Westlake Village, and City of Whittier are municipalities incorporated under the laws of California located in the County of Los Angeles.

12. Simpson is informed and believes that Third-Party Defendants City of Chino, City of Hidden Hills, City of Montclair and City of Upland are municipalities incorporated under the laws of California located in the County of San Bernardino.

13. Simpson is informed and believes that Third-Party Defendants City of Anaheim, City of Brea, City of Buena Park, City of Cypress, City of Fountain Valley, City of Fullerton, City of Huntington Beach, City of Irvine, City of La Habra, City of La Palma, City of Los Alamitos, City of Orange, City of Placentia, City of Santa Ana, City of Seal Beach, City of Stanton, City of Tustin, City of Villa Park and City of Yorba Linda are municipalities incorporated under the laws of California located in the County of Orange.

1 14. Simpson is informed and believes that Third-Party
2 defendants City of Oxnard and City of Thousand Oaks are
3 municipalities incorporated under the laws of California located in
4 this County of Ventura.

5 15. Simpson is informed and believes that Third-Party
6 defendants County of Orange Sanitation Districts, Costa Mesa
7 Sanitary District, Garden Grove Sanitary District, Irvine Ranch
8 Water District and Midway City Sanitary District are government
9 agencies located in the County of Orange.

10 16. Simpson is informed and believes that Third-party
11 defendant Chino Basin Municipal Water District is a government
12 agency located in the County of San Bernardino.

13 FIRST CLAIM FOR RELIEF

14 (Contribution Under CERCLA)

15 17. Simpson asserts a claim for contribution and
16 indemnification against the Third-party Defendants, and each of
17 them, as persons who own and/or operate facilities, who owned
18 and/or operated facilities at the time of disposal of hazardous
19 substances, who arrange or arranged for disposal of hazardous
20 substances, who are or were transporters of hazardous substances
21 and/or who are or were generators of alleged hazardous substances
22 released to the environment within the meaning of CERCLA.

23 18. Simpson incorporates by reference Third-party
24 Complaint Paragraphs 1 through 16 herein.

25 19. Plaintiffs have alleged that the ocean dumping sites
26 owned and/or operated by the plaintiffs, the lands where the LACSD
27 Joint Outfall System ("JOS") is located, including the JOS
28 collection, treatment and disposal system leading to the San Pedro

1 Channel through the White's Point outfall, the Palos Verdes Shelf
2 area surrounding the Whites's Point outfall, the San Pedro Channel,
3 the Los Angeles and the Long Beach Harbors, and the environs of the
4 Channel Islands are "facilities" within the meaning of Section
5 101(9) of CERCLA, 42 U.S.C. § 9601(9).

6 20. If the allegations of the First Amended Complaint
7 are true, which Simpson denies (except as admitted in Simpson's
8 Answer), then Simpson alleges, on information and belief, Third-
9 party Defendants are owners and/or operators of facilities
10 including, but not limited to, the LACSD's Joint Water Pollution
11 Control Plant ("JWPCP") and JOS, the Hyperion Wastewater Treatment
12 Plant and ocean outfalls ("Hyperion"), the County Sanitation
13 Districts of Orange County's wastewater treatment plant and ocean
14 outfalls ("CSDOC"), the City of Oxnard Wastewater Treatment Plant
15 and ocean outfalls ("Oxnard") lateral and/or trunk sewer lines that
16 tie into any sewer system or wastewater treatment plant, and/or
17 storm drains, within the meaning of Sections 101(9) and 107(a)(1)
18 of CERCLA, 42 U.S.C. § 9601(20) and 42 U.S.C. § 9607(a)(1).

19 21. On information and belief, Third-party Defendants,
20 and each of them, are persons who owned and/or operated facilities
21 including, but not limited to, the LACSD's JWPCP and JOS, the
22 Hyperion Plant and ocean outfalls, the CSDOC's wastewater treatment
23 plant and ocean outfalls, the Oxnard Plant and ocean outfalls and
24 lateral and/or trunk sewer lines that tie into any sewer system or
25 wastewater treatment plant and/or storm drains, at the time of
26 disposal of substances, including hazardous substances and the
27 substances that Simpson is alleged to have released, within the
28 meaning of Sections 101(9) and 107(a)(2) of CERCLA, 42 U.S.C. §

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1 9601(14) and 42 U.S.C. § 9607(a)(2).

2 22. On information and belief, the Third-party
3 Defendants, and each of them, operated facilities including, but
4 not limited to, those facilities identified in Paragraph 20 which
5 were and/or are dischargers to the wastewater treatment plants
6 identified in Paragraph 20, and/or are dischargers directly or
7 indirectly to the Southern California Bight area and environment as
8 alleged in the First Amended Complaint.

9 23. On information and belief, the Third-party
10 Defendants, and each of them, are person(s) who by contract,
11 agreement, or otherwise arranged for disposal or treatment of
12 substances, including hazardous substances and the substances that
13 Simpson is alleged to have released, owned or possessed by any
14 other party or entity, at any facility owned or operated by another
15 party or entity and containing such substances, including hazardous
16 substances and the substances that Simpson is alleged to have
17 released, within the meaning of Sections 101(9) and 107(a)(3) of
18 CERCLA, 42 U.S.C. §§ 9601(9) and 9607(a)(3).

19 24. On information and belief, the Third-party
20 Defendants, and each of them, are persons who accept or accepted
21 substances, including hazardous substances and the substances that
22 Simpson is alleged to have released, for transport to disposal or
23 treatment facilities, incineration vessels or sites selected by
24 such person, from which there is a release, or threatened release
25 which causes the incurrence of response costs within the meaning of
26 Sections 101(9) and 107(a)(4) of CERCLA, 42 U.S.C. §§ 9601(9)
27 and 9607(a)(4).

28 25. On information and belief, Third-party Defendants,

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1 and each of them, knowingly committed wilful negligence with regard
2 to owning and operating the facilities identified above, with
3 regard to arranging for the disposal of substances, including
4 hazardous substances and the substances that Simpson is alleged to
5 have released, at plaintiffs' ocean dumping sites, and with regard
6 to transporting such substances to the facilities identified above
7 within the meaning of Section 107(c)(2)(A)(i) of CERCLA, 42 U.S.C.
8 § 9607(c)(2)(A)(i).

9 26. On information and belief, Third-party Defendants,
10 and each of them, violated their own standards and/or regulations,
11 as well as federal and state regulations, in their ownership and
12 operation of the facilities identified above, in arranging for
13 disposal of substances, including hazardous substances and the
14 substances that Simpson is alleged to have released, and in
15 transporting such substances to the facilities identified above
16 within the meaning of Section 107(c)(2)(A)(ii) of CERCLA, 42 U.S.C.
17 § 9607(c)(2)(A)(ii).

18 27. If Plaintiffs' allegations are true and Simpson is
19 finally adjudged to be jointly or severally liable for any or all
20 natural resource damages alleged in the First Amended Complaint,
21 then each and every Third-party defendant named above is liable
22 over to Simpson for contribution for all natural resource damages,
23 response costs, other costs and any other specific relief pursuant
24 to Section 113(f) of CERCLA, 42 U.S.C. § 9613(f).

25 / / / /

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1 SECOND CLAIM FOR RELIEF

2 (Cost Recovery Under CERCLA § 107(a)(4)(B))

3 28. Simpson incorporates by reference Third-party
4 Complaint Paragraphs 1 through 27 herein.

5 29. If Plaintiffs' allegations are true and Simpson is
6 finally adjudged to be jointly or severally liable for any or all
7 natural resource damages alleged in the First Amended Complaint,
8 and if Plaintiffs seek to recover response cost from Simpson, then
9 each and every Third-party defendant named above is jointly and
10 severally liable to Simpson for all costs of response including,
11 but not limited to, response costs recovered from Simpson by the
12 Plaintiffs and response costs otherwise incurred by Simpson.

13 THIRD CLAIM FOR RELIEF

14 (Negligence)

15 30. Simpson asserts a claim for contribution and
16 indemnification against the Third-party Defendants, and each of
17 them, based on their negligence in the their capacity as the owners
18 and/or operators of the facilities described herein.

19 31. Simpson incorporates by references Paragraphs 1
20 through 29 herein.

21 32. Simpson sent Notices of Claims, without admitting
22 any obligation to make such a claim, pursuant to California
23 Government Code Sections 900 et seq. to each Third-party Defendant
24 asserting claims for partial and total indemnification,
25 contribution, setoff and recoupment for some or all liability and
26 damages which Simpson may incur, including without limitation the
27 costs of litigation, response costs, experts' and attorneys' fees
28 resulting from the direct or indirect release of substances,

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1 including hazardous substances and the substances that Simpson is
2 alleged to have released, into the waters constituting the Southern
3 California Bight area. Simpson brings this action in accordance
4 with the California Torts Claims Act, California Government Code
5 Section 900 et seq.

6 33. If the allegations of the First Amended Complaint
7 are true, which Simpson denies (except as admitted in Simpson's
8 Answer), then at some or all relevant times to the First Amended
9 Complaint, the Third-party Defendants, and each of them, were in
10 violation of applicable statutes and regulations promulgated
11 thereunder, all as alleged in these claims, so as to constitute
12 negligence per se, which negligence per se is the proximate cause
13 of the injuries and damages alleged in the First Amended Complaint,
14 and Third-party Defendants are liable therefore.

15 34. If the allegations of the First Amended Complaint
16 are true, which Simpson denies (except as admitted in Simpson's
17 Answer), then at all relevant times to the First Amended Complaint,
18 the Third-party Defendants, and each of them, negligently owned,
19 located, created, maintained, controlled, managed and/or operated
20 several, if not all, facilities identified above so as to cause or
21 permit the release of substances, including hazardous substances
22 and the substances that Simpson is alleged to have released, into
23 the environment, and to proximately cause the injuries and damages
24 alleged in the First Amended Complaint.

25 35. If the material allegations of the First Amended
26 Complaint are true, which Simpson denies, then at all relevant
27 times the Third-party Defendants were negligent in the performance
28 of their duties, including, but not limited to, the duty to avoid

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1 releasing substances as described above, leading to the injury and
2 destruction of natural resources and the duty to protect Simpson
3 from incurring costs and damages resulting from their negligence.
4 The Third-Parties' negligence was the sole or substantial cause of
5 the injuries to Simpson including, but not limited to, the injuries
6 or damages alleged in the First Amended Complaint for which Simpson
7 may be held liable, and all cost incurred by Simpson or may be
8 incurred by Simpson in response and in defending against the
9 underlying action.

10 FOURTH CLAIM FOR RELIEF

11 (Declaratory Relief)

12 36. Simpson incorporates by reference Paragraphs 1
13 through 35 herein.

14 37. Simpson has denied, and continues to deny, all
15 material allegations in the First Amended Complaint and has denied
16 joint or several liability for any alleged natural resource damages
17 or response costs. If the allegations of the First Amended
18 Complaint are true, which Simpson denies (except as admitted in
19 Simpson's Answer), an actual controversy has arisen and exists
20 between Simpson and each and all Third-party Defendants in that
21 Simpson contends that if Simpson is held liable to plaintiffs on
22 any of their claims, then the Third-party Defendants are liable
23 jointly and severally, for the reasons stated above, to Simpson for
24 any and all damages, costs or other liabilities, as incurred by or
25 assessed against Simpson.

26 38. Simpson is informed and believes, and on that basis
27 alleges that the Third-party Defendants contend in all respect to
28 the contrary.

Prayer for Relief

WHEREFORE, Third-party plaintiff Simpson prays that, if this Court enters judgment in any respect against Simpson, this Court also enter judgment against the Third-party Defendants, and each of them:

a. ordering the Third-party Defendants, and each of them, to pay the full and total costs of response and damages alleged in the First Amended Complaint pursuant to Section 107(c)(2)(A) of CERCLA, 42 U.S.C. § 9607(c)(2)(A);

b. ordering the Third-party Defendants, and each of them, to indemnify Simpson in the amount equivalent to the sum of the judgment entered against it, its costs and its expenses, including reasonable attorneys' and experts' fees;

c. ordering each and every Third-party Defendant to pay its lawful share in contribution;

d. declaring and adjudging that if Simpson is held liable to plaintiffs for any damages or costs, or any other monetary relief, Simpson is entitled to full indemnity from the Third-party Defendants, and each of them, against such liability;

e. declaring and adjudging that if Simpson is held liable to plaintiffs for any damages or costs, or any other monetary relief, that the Third-party Defendants, and each of them, are jointly and severally liable for any and all injury and damages which are indivisible;

f. for judgment in favor of Simpson and against the Third-party Defendants, and each of them, for all costs and attorneys' fees expended by Simpson in defending against the underlying action and in prosecuting these claims against the

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1 Third-party Defendants;

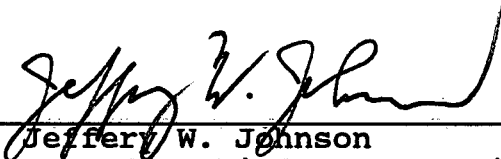
2 g. any such other and further relief as this Court
3 deems just and proper.

4 Dated: March 14, 1991

5 Respectfully submitted,

6
7 HELLER, EHRMAN, WHITE & MCAULIFFE
8 RENÉ P. TATRO
9 ROGER LANE CARRICK
10 JEFFERY W. JOHNSON

11 By



12 Jeffery W. Johnson
13 Attorneys for Third-party Plaintiff
14 SIMPSON PAPER COMPANY
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DEMAND FOR JURY TRIAL

Simpson Paper Company hereby demands that the claims made in the First Amended Third-Party Complaint be tried by a jury.

Dated: May 14, 1991

Respectfully submitted,

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